

commissions or finder's fees is asserted against such other party by said broker. Seller shall pay all broker's fees due Gary Whittle, d/b/a The Whittle Agency.

Article 24. Commission's Approval

Any action of either party under the terms of this Agreement which action requires Commission approval or any reference to Commission rules herein shall be construed under the rules of the Commission as they exist at the time of execution of this Agreement regardless of any changes in the Commission's rules or procedures following the execution of this Agreement or the Closing Date.

Article 25. Headings

The paragraph headings contained in this Agreement are for convenience of reference only and do not form a part hereof or in any way modify, interpret or construe the meanings of the parties.

Article 26. Modification

A modification or waiver of any of the provisions of this Agreement shall be effective only if made in writing and executed with the same formality as this Agreement.

Article 27. Partial Invalidity

If any provision of this Agreement is held to be invalid or unenforceable, all other provisions shall nevertheless continue in full force and effect.

Article 28. Situs

All matters affecting the interpretation of this Agreement and the rights of the parties hereto in relation to this Agreement shall be governed and controlled by the internal laws of the State of North Carolina applicable to agreements made and to be performed entirely therein without regard to the conflicts of laws principles thereof.

Article 29. Survival Of Closing And Binding Effect

It is agreed that all promises, agreements, covenants, warranties and representations of both Seller and Buyer which are contained herein shall, except as otherwise provided herein, survive and continue in full force and effect after the Closing. It is further agreed that every provision of this Agreement shall be binding upon each of the parties and their respective heirs, executors, administrators, successors and assigns.

Article 30. Entire Agreement

This Agreement contains the entire understanding of the parties, and there are no representations, warranties, covenants or undertakings other than those expressly set forth herein.

Article 31. Counterparts

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement under seal on the day and year first above written.

SELLER:

AMERICAN COMMUNICATIONS OF
GREENVILLE, SOUTH CAROLINA,
INC.

ATTEST:

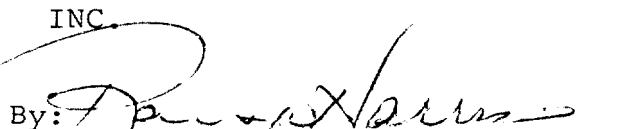
[Corporate Seal]



Secretary

Storvey

By:


Robert W. Harrison
President



ATTEST:

[Corporate Seal]

Care Wentz
Secretary

Robert W. Harrison
Witness
Attorney

BUYER:

VOYAGER COMMUNICATIONS III, INC.

By: Jack P. McCarthy
Jack P. McCarthy
President

COVENANTOR:

By: Robert W. Harrison
ROBERT W. HARRISON

STATE OF
COUNTY OF

South Carolina
Greenville

I, Candace J. Orem, a Notary Public in and for said County and State, do hereby certify that Robert G. Price personally appeared before me and acknowledged that he/she is the Secretary of American Communications of Greenville, South Carolina, Inc., a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporation seal, and attested by himself/herself as its Secretary.

Witness my hand and Notarial Seal, this 27th day of October, 1988.

Candace J. Orem
NOTARY PUBLIC

My Commission expires:

November 30, 1997.

STATE OF
COUNTY OF

South Carolina
Greenville

I, Candace J. Orem, a Notary Public in and for said County and State, do hereby certify that Paul V. Venters, Jr. personally appeared before me and acknowledged that he/she is the Secretary of Voyager Communications III, Inc., a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporation seal, and attested by himself/herself as its Secretary.

Witness my hand and Notarial Seal, this 27th day of October, 1988.

Candace J. Orem
NOTARY PUBLIC

My Commission expires:

November 30, 1997.

STATE OF S.C.
COUNTY OF Greenville

I, Robert G. Price, a Notary Public in
and for said County and State, do hereby certify that
Robert W. Harrison personally appeared before me and
acknowledged the due execution of the foregoing instru-
ment.

Witness my hand and Notarial Seal, this 27 day of
October, 1988.

Robert G. Price
NOTARY PUBLIC

My Commission expires:

1/25/89.

EXHIBIT 2

OTHER BROADCAST INTERESTS OF
ASSIGNOR AND ITS
OFFICERS, DIRECTORS AND STOCKHOLDERS

Robert W. Harrison, President, Treasurer, Director and 100% stockholder of American Communications of Greenville, S.C., Inc., is a 13% stockholder of Millennium Communications of Charleston, S.C., Inc., licensee of Radio Station WWVZ, Summerville, South Carolina.

Neither Assignor nor any of its officers, directors or stockholders has any broadcast application pending before the FCC or any interest in or connection with any dismissed and/or denied application or any FCC license which has been revoked.

EXHIBIT 3

OTHER BROADCAST INTERESTS
AND PENDING APPLICATIONS OF
ASSIGNEE AND ITS
OFFICERS, DIRECTORS AND STOCKHOLDERS

Jack P. McCarthy is President, Treasurer, Director and 42.47% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Jack P. McCarthy is President, Treasurer, Director and 33.22% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Jack P. McCarthy is President, Treasurer, Director and 37.04% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Carl V. Venters, Jr. is Chairman of the Board, Secretary, Director and 42.47% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Carl V. Venters, Jr. is Chairman of the Board, Secretary, Director and 33.22% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Carl V. Venters, Jr. is Chairman of the Board, Secretary, Director and 37.04% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Carl W. Davis is Vice President for Engineering of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Carl W. Davis is Vice President for Engineering of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Carl W. Davis is Vice President for Engineering of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Richard F. Harlow is Vice President, General Manager, Director and 1% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Richard F. Harlow is a Director of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Richard F. Harlow is a Director of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Frederick Setzer, Jr. is a Director and 6.92% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Frederick Setzer, Jr. is a Director and 10.63% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Frederick Setzer, Jr. is a Director and 7.40% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Ronald D. Wagner is a .99% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Ronald D. Wagner is a 1.33% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Ronald D. Wagner is a 1.06% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Victoria Watters is a 1.32% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Victoria Watters is a 1.77% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Victoria Watters is a 1.41% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

J. Norman Eckstein is a 1.97% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

J. Norman Eckstein is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

J. Norman Eckstein is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Rosemary Gargano is a 1.32% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Rosemary Gargano is a 1.77% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Rosemary Gargano is a 1.41% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Mary Ellen McCarthy is a 1.32% stockholder of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Mary Ellen McCarthy is a 1.77% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Mary Ellen McCarthy is a 1.41% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

David E. Rodger is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

David E. Rodger is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Jason O'Neal Davis is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Jason O'Neal Davis is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Richard C. Cammerer is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Richard C. Cammerer is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Andrew E. Dembicks is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Andrew E. Dembicks is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

P. Paul Miller, III is a 2.66% stockholder of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

P. Paul Miller, III is a 2.12% stockholder of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

George E. King, Jr. is a Director, Vice President, Chief Financial Officer, Assistant Secretary and Assistant Treasurer of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

George E. King, Jr. is a Director, Vice President, Chief Financial Officer, Assistant Secretary and Assistant Treasurer of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

George E. King, Jr. is a Director, Vice President, Chief Financial Officer, Assistant Secretary and Assistant Treasurer of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Philip A. Zachary is a Director of Voyager Communications, Inc., licensee of Radio Stations WMFR(AM) and WMAG(FM), High Point, North Carolina.

Philip A. Zachary is Vice President, General Manager and a Director of Voyager Communications II, Inc., licensee of Radio Stations WVOT(AM) and WRDU(FM), Wilson, North Carolina.

Philip A. Zachary is a Director of Voyager Communications V, Inc., licensee of Radio Station WWMG(FM), Shelby, North Carolina.

Voyager Communications, Inc., licensee of Radio Station WMAG(FM), High Point, has an application pending with the FCC for a construction permit to make changes to the Station's facilities. (See File No. BPH-880831IB.)

EXHIBIT 4

RELATIONSHIP OF PARTIES AND
OTHER BROADCAST INTERESTS AND
PENDING APPLICATIONS OF THE
IMMEDIATE FAMILY OF ASSIGNEE'S
OFFICERS, DIRECTORS AND STOCKHOLDERS

Mary Ellen McCarthy is the wife of Jack P. McCarthy.
The 43.50% stock is held by both of them as Joint Tenants.

Mary Ellen McCarthy, Rosemary Gargano and Victoria
Watters are sisters.

The 1% stock listed for Jason O'Neal Davis is held with
his wife, Lorine Davis, as Joint Tenants.

The other broadcast interests and pending applications
of these individuals are listed on Exhibit 3.

EXHIBIT 5

Applicant will broadcast programming relating to issues of public concern facing the town of Easley and the rest of its service area.

Public service announcements addressing local, regional and national issues and affairs will be broadcast as appropriate.

VOYAGER COMMUNICATIONS III, INC.
EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

I.

General Policy

It will be our policy to provide equal employment opportunity to all qualified individuals without regard to their race, color, religion, national origin or sex in all personnel actions, including recruitment, evaluation, selection, promotion, compensation, training and termination.

It will also be our policy to promote the realization of equal employment opportunity through a positive, continuing program of specific practices designed to ensure the full realization of equal employment opportunity without regard to race, color, religion, national origin or sex.

To make this policy effective, and to ensure conformance with the Rules and Regulations of the Federal Communications Commission, we will develop an Equal Employment Opportunity Program which will include the following elements:

II.

Responsibility For Implementation

The General Manager will be responsible for the administration and implementation of our Equal Employment Opportunity Program. It will also be the responsibility of all persons making employment decisions with respect to recruitment, evaluation, selection, promotion, compensation, training and termination of employees to ensure that our policy and program is adhered to and that no person is discriminated against in employment because of race, color, religion, national origin or sex.

III.

Policy Dissemination

To assure that all members of the staff are cognizant of our equal employment opportunity policy and their individual responsibilities in carrying out this policy, the following communication efforts will be made:

1. The stations' employment application form will contain a notice informing prospective employees that discrimination because of race, color, religion, national origin or sex is prohibited and that they may notify the appropriate local, state, or federal agency if they believe they have been the victim of discrimination.

2. Appropriate notices will be posted informing applicants and employees that the stations are an Equal Opportunity Employer and of their right to notify an appropriate local, state, or federal agency if they believe they have been the victim of discrimination.

3. Announcements will be broadcast periodically to inform the public that the stations are an equal opportunity employer.

IV.

Recruitment

To ensure nondiscrimination in relation to minorities and women, and to foster their full consideration in filling job vacancies, we will utilize the following recruitment procedures:

1. We will attempt to maintain systematic communications, both orally and in writing, with a variety of minority and women organizations to encourage the referral of qualified minority and female applicants. Examples of such organizations are:

Organization/Source

The Urban League
Greenville County Chapter NAACP

2. In addition to the organizations noted above, which specialize in minority and women candidates, we will deal only with employment services, including state employment agencies, which refer job candidates without regard to their race, color, religion, national origin or sex. An example of these employment referral services is:

Employment Service

Employment Security Commission Job Service

3. When we recruit prospective employees from educational institutions, such recruitment efforts will include area schools and colleges with significant minority and female enrollments. Educational institutions that will be contacted for recruitment purposes are:

School

Tri-County Technical School
Greenville Technical School

4. When utilizing media for recruitment purposes, our help-wanted advertisements will include a notice that we are an Equal Opportunity Employer and contain no indication, either explicit or implied, of a preference for one sex over another.

5. When we place employment advertisements in printed media, some of such advertisements will be placed in media which have significant circulation or are of particular interest to minorities and women. Examples of publications to be utilized are:

Publications

Greenville-News Piedmont
Radio & Records
Broadcasting

6. We will encourage present employees to refer minority and female candidates for existing and future job openings.

V.

Training

We will provide on-the-job training to upgrade the skills of employees if the stations' resources permit.